

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

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OFFICE OF THE
EXECUTIVE SECRETARY

Application of

Xspedius Management Co. of Chattanooga, LLC

For a Certificate to Provide Competing Local
Exchange Services, Including Intrastate Private Line
and Special Access Services, and Interexchange Services
on a Facilities and Resale Basis in the State of Tennessee

Docket No. 02-00717

Co. ID # 128790

APPLICATION

Xspedius Management Co. of Chattanooga, LLC ("Xspedius" or the "Applicant"), by its undersigned attorneys and pursuant to TENN. CODE ANN. §65-4-201, Chapter 1220-4-8-.02 of the Tennessee Regulatory Authority ("T.R.A.'s") regulations for local telecommunications service providers and other applicable regulations, hereby respectfully requests that the Tennessee Regulatory Authority grant it authority to provide competitive local exchange services, competitive access services and interexchange telecommunications services on a facilities and resale basis in the areas within Tennessee approved by the T.R.A. for the provision of competitive services. In support of its Application, Xspedius states as follows.

I. THE APPLICANT

The Applicant's full name is Xspedius Management Co. of Chattanooga, LLC. Xspedius is a limited liability company formed under the laws of Delaware. A copy of the Applicant's Certificate of Formation is attached hereto and incorporated herein by reference as

Exhibit A. The Applicant is currently seeking authorization to operate as a foreign business entity in Tennessee and will late-file its state qualification document as **Exhibit B** as soon as it is received. The Applicant's principal offices are located at P.O. Box 1116, O'Fallon, MO 63366-1116.

The Applicant's principal corporate officers, located at the same address, are:

- **James C. Allen** Chairman
- **Mark W. Senda** Chief Executive Officer

A copy of the Applicant's organizational chart is attached hereto and incorporated herein by reference as **Exhibit C**. The Applicant's Managers (the equivalent to a corporate Board of Directors) is comprised of the following individuals:

- **James C. Allen**
- **Lawrence C. Tucker**
- **James Monroe III**
- **James F. Lynch**
- **Mark W. Senda**

II. DESIGNATED CONTACTS

The designated contacts for this Application are:

Brad Mutschelknaus
Winafred Brantl
KELLEY DRYE & WARREN LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
(703) 918-2315
(703) 918-2450 (facsimile)
bmutschelknaus@kelleydrye.com
wbrantl@kelleydrye.com

All correspondence, notices, inquiries, orders, and other documents concerning this Application should be sent to the individuals identified above, and copies of same should be served upon the following (which shall not constitute notice):

James C. Falvey
Senior Vice President – Regulatory Affairs
7125 Columbia Gateway Drive
Suite 200
Columbia, MD 21046

The corporate contact for consumer issues or customer complaints is:

Chad Pifer, Esq.
Director of Regulatory & Legal Affairs
Xspedius
901 Lakeshore Drive
Floor 2
Lake Charles, LA 70601
tel: (337) 312-5240
fax: (337) 310-2976

The Applicant's registered agent in Tennessee is:

Corporation Service Company
2908 Poston Avenue
Nashville, TN 37203

III. QUALIFICATIONS OF THE APPLICANT

As more fully described below, the Applicant has the requisite managerial, technical, and financial qualifications to operate a viable business and provide the services sought to be provided in Tennessee.

Managerial Qualifications. Xspedius has the requisite managerial qualifications to provide telecommunications services in Tennessee. Xspedius' senior managers have extensive experience in running complex and highly successful businesses. They have been involved in operating large communications enterprises providing such services as competitive

local exchange service, Internet access, voicemail, broadband, long distance, and other advanced telecommunications capabilities. Xspedius combines the best of industry-leading management personnel from Xspedius and e.spire, including but not limited to, Xspedius Chairman, James C. Allen; Chief Executive Officer, Mark W. Senda; Senior Vice President, Operations, Ines LeBow; Chief Financial Officer, Daniel Lensgraf; and Executive Vice President, Sales & Marketing, and Senior Vice President, Regulatory Affairs, James C. Falvey. Together, this team has widespread industry experience from inside and outside the competitive telecommunications industry, as explained more fully in the resumes which are attached hereto and incorporated herein by reference collectively as ***Exhibit D***.

Technical Qualifications: Xspedius has the requisite technical qualifications to provide telecommunications services in Tennessee. Led by Jim Allen, Mark Senda, and Ines LeBow, Xspedius' technical and engineering specialists have substantial experience in designing, constructing, and operating telecommunications networks. Likewise, they have superior experience in customer service, trouble resolution, switch planning, software development, soft switches, operations support systems, signaling, and other state-of-the-art systems and technologies. Xspedius' technical team's resumes are included among the resumes attached as ***Exhibit D***.

Financial Qualifications: Xspedius has the requisite financial qualifications to provide telecommunications services in Tennessee. Xspedius attaches and incorporates herein by reference as ***Exhibit E*** the *Pro Forma* Balance Sheet of Xspedius Management Co., LLC ("Xspedius Management"), its parent company, for the period ending June 1, 2002.¹ **This information is proprietary and confidential and is submitted under seal with a request for**

¹ Additional financial information, as required by the T.R.A., will be late-filed.

confidential treatment by the T.R.A. As privately held companies, Xspedius and Xspedius Management do not issue annual reports or submit any financial filings with the United States Securities and Exchange Commission, and are not under any obligation to prepare or release public financial statements and ownership information. Because public disclosure of Xspedius' financial information would result in significant competitive and business harm to Xspedius, confidential treatment of Xspedius' financial data is appropriate. In any event, as *Exhibit E* reflects, Xspedius has fully adequate capital resources to provide the proposed services in Tennessee.²

IV. DESCRIPTION OF THE APPLICANT'S NETWORK, SERVICES SOUGHT TO BE PROVIDED, AND AUTHORITY REQUESTED

By this Application, Xspedius seeks authority to operate as a competitive local exchange carrier providing both facilities-based and resale local telecommunications services. Xspedius seeks T.R.A. authorization to provide these services throughout Tennessee. These services may include, but are not necessarily limited to, telephone exchange, exchange access, and such other telecommunications services as may be lawfully provided by competitive local exchange carriers in Tennessee. Xspedius will initially provide the following suite of services, which are the same switched services being provided by ACSI Local Switched Services, Inc., d/b/a e.spire ("e.spire"), to its existing customers:³

- Exchange access services (e.g., basic exchange line services, basic exchange trunk and digital trunk services, DID Service, Hunt/Grouping Service, CLASS Features, Custom Call Services, corridor services, ISDN/PRI and e.spire ISDN services, payphone service, directory listings).

² Applicant acknowledges the bond requirement of TCA §65-4-125 and will ensure that upon approval of this application and the consummation of the transfer of the assets and customer base of American Communications Services of Chattanooga, Inc., dba e.spire, an appropriate bond is filed with the T.R.A., replacing the current bond maintained by the e.spire entities.

³ A separate filing, describing the transfer of e.spire's assets to the Applicant is being submitted concurrent with this Application.

- Exchange access optional features (*e.g.*, directory listings, main number retention, authorization codes, vanity number service).
- Directory assistance services.
- Operator services.
- Special arrangements.
- Optional local exchange services (*e.g.*, integrated service products, ISDN, etc.)
- Other miscellaneous services.

Xspedius also proposes to operate as a competitive access provider, providing facilities-based and resale intrastate private line and special access services. Xspedius seeks T.R.A. authorization to provide these services throughout Tennessee. Xspedius will initially provide the following suite of services, which are the same dedicated services being provided by American Communication Services of Chattanooga, Inc., e/b/a e.spire (“e.spire”), to its existing customers:

- Special access.
- Private line
- Other miscellaneous services.

With respect to the geographic coverage of its proposed local exchange and competitive access services, the Applicant initially will provide service in the exchange areas described in its tariffs, reflecting the current operations of American Communications Services of Chattanooga, Inc., dba e.spire, and respectfully requests that it be permitted to serve customers anywhere within the service areas referenced by the local exchange service maps of the

incumbent local exchange carriers, and in particular BellSouth, which are already on file with the T.R.A..

Xspedius further seeks authority to operate as an intrastate interexchange carrier providing both facilities-based and resale intrastate interexchange services. Xspedius seeks T.R.A. authorization to provide these services throughout Tennessee. Xspedius will initially provide the following services, which are the same services being provided by ACSI Local Switched Services, Inc., d/b/a e.spire ("e.spire") to its existing customers.

- 1+ long distance
- Audio conference calling
- Post-paid calling card
- Dedicated toll-free service
- Pre-paid calling card service
- Directory assistance

The Applicant has no immediate plans to construct outside plant or loop distribution facilities or other interexchange-related facilities at this time, but may undertake such deployment in the future if market conditions or other considerations so dictate. The Applicant will, however, use the existing telecommunications facilities of e.spire in Tennessee in the event that this T.R.A. approves the transfer of e.spire's assets to the Applicant.

Xspedius plans to provide integrated solutions that will combine its robust network with the power of the Internet, offering a wide range of local services, including for example, integrated voice and dedicated Internet service, DID service, ISDN, and ISDN/PRI services. In addition, Xspedius will offer value-added calling features and state-of-the-art local

service as well as special access, private line, other dedicated services, and long distance services.

V. REPAIR & MAINTENANCE

Xspedius is committed to providing its customers with comprehensive effective customer service. Pending consummation of the e.spire-to-Xspedius transfer, the customer contact telephone number is (800) 937-7473. The address for written communications regarding repair and maintenance is:

Chad Pifer, Esq.
Director of Regulatory & Legal Affairs
Xspedius
901 Lakeshore Drive, Floor 2
Lake Charles, LA 70601

The Tennessee contact person is being determined and contact information will be submitted to the T.R.A. shortly. In the interim, all questions regarding the Company's Tennessee operations may be addressed to Chad Pifer, Esq. at the address above. The T.R.A. will be promptly notified of any changes to this contact information.

VI. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Xspedius is finalizing its plan and will file it with the T.R.A. as soon as it is completed.

VII. CERTIFICATE OF SERVICE

Applicant has served notice of this Application upon ILECs certified in Tennessee. A copy of the Certificate of Service is appended as *Exhibit F*.

VIII. TOLL DIALING PARITY PLAN

Xspedius is finalizing its plan and will file it with the T.R.A. as soon as it is completed.

IX. NUMBERING ISSUES

Initially, Xspedius will continue the current intrastate Tennessee operations of American Communications Services of Chattanooga, Inc., dba e.spire and its numbering utilization will reflect that of its predecessor.

X. TENNESSEE SPECIFIC OPERATIONAL ISSUES

1. Xspedius' billing system should allow it to bill its services in accordance with TCA §65-21-114. Any further adjustments necessary to ensure full compliance with this standard will be made expeditiously.

2. Xspedius is familiar with the Tennessee County Wide Calling database maintained by BellSouth

3. Xspedius is aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service areas.

4. Xspedius is aware of the metro area calling database maintained by BellSouth, and is reviewing whether to use this resource to ensure that customers are not billed long distance charges for calls within the metro calling area.

5. The individual responsible for working with the Tennessee Regulatory Authority on resolving customer complaints is:

Chad Pifer, Esq.
Directory of Regulatory & Legal Affairs
Xspedius
901 Lakeshore Drive, Floor 2
Lake Charles, LA 70601
tel: (337) 312-5240
fax: (337) 310-2976

6. The Company does not intend to telemarket its services in Tennessee; however Xspedius is aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11 and should the Company undertake to telemarket its services in Tennessee, it will comply with these regulations.

XI. MISCELLANEOUS

1. Sworn pre-filed testimony on behalf of Xspedius Management Co. of Chattanooga, Inc. will be late-filed as ***Exhibit G***.

2. Applicant will file tariffs for its proposed services subsequent to approval of this application and prior to commencement of operations in the State of Tennessee.

3. Xspedius is not certificated as a telecommunications provider in any jurisdiction and under current arrangements arising from the court-ordered resolution of the e.spire bankruptcy filing will not seek certification in other states. Another Xspedius Management subsidiary, Xspedius Corp., is currently authorized in Alabama, Louisiana, Mississippi, North Carolina, and Tennessee. Additionally, as part of the e.spire-to-Xspedius transfer, concurrent with this application, separate Xspedius subsidiaries are filing for comparable authority in approximately twenty other states.

4. Xspedius Management Co. of Chattanooga, LLC, along with the other Xspedius Management Co., LLC subsidiaries, are currently obtaining regulatory approvals necessary to consummate the transfer of assets, including customer base, of the e.spire Operating Companies as described above. An organizational chart for Xspedius is appended as ***Exhibit C***.

5. Xspedius intially will continue the deposit policies of American Communications Services of Chattanooga, Inc.

6. No complaints have been filed against Xspedius or its affiliates with state and federal regulatory agencies.

7. At this time, Xspedius does not intend to provide services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines.

XII. PUBLIC INTEREST

The Applicant's entry into the Tennessee competitive telecommunications market will serve the public interest for several reasons. The Applicant will offer high-quality, innovative services to its customers in Tennessee at competitive rates, thus giving the citizens of Tennessee a more economical telecommunications choice. Moreover, the Applicant's presence in Tennessee will stimulate competition in the telecommunications market. Over time, this will lead to improved service offerings at increasingly competitive prices, to the benefit of a broad range of consumers in Tennessee.

Approval of Xspedius' Application is likewise in the public interest because, in the absence of T.R.A. authorization, e.spire's existing customers in Tennessee potentially could be denied telecommunications services that they currently enjoy from e.spire. As explained elsewhere in this Application and as described in a separate notification to the TRA, Xspedius is obtaining approval in order to provide service to current e.spire customers following consummation of a transfer of e.spire assets to the Xspedius companies. If the T.R.A. does not grant the instant Application, it is likely that no telecommunications service provider would absorb e.spire's existing customers. In addition, a denial of the instant Application would effectively undo the actions taken by the court and interested parties in the federal bankruptcy proceeding in which e.spire's assets in Tennessee had been auctioned off as part of e.spire's

bankruptcy filing. Public interest considerations, therefore, compel that Xspedius' Application be granted.

XIII. REGULATORY TREATMENT AND WAIVERS

As a new entrant, Xspedius requests streamlined regulatory treatment afforded similarly situated telecommunications carriers in Tennessee, if appropriate and to the extent such streamlined regulatory treatment is available. Likewise, to the extent the T.R.A. has granted competitive entrants a waiver of certain of the T.R.A.'s rules and regulations, Xspedius respectfully requests that it be granted the same waivers. In any event, Xspedius will comply with the T.R.A.'s rules and regulations and such other laws that generally apply to competitive providers of telecommunications services in Tennessee.

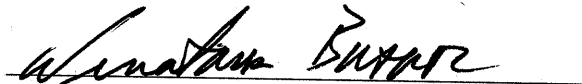
Xspedius is familiar with the T.R.A.'s rules and regulations pertaining to provision of telecommunications services and understands the penalties arising from non-compliance, as well as the fees required to provide service. Xspedius will comply with and abide by all applicable statutes and orders, rules and regulations entered into and adopted by the T.R.A., specifically including those specified in Chapter 1220-4-8-.02 of the T.R.A.'s regulations for local telecommunications service providers and TCA §65-4-201, as well as any that the T.R.A. may promulgate in the future. Xspedius agrees to comply with the T.R.A.'s rules regarding universal service, interconnection, equal access and basic service standards. To prevent unauthorized carrier changes ("slamming"), Xspedius will follow all relevant rules of the Federal Communications Commission, the Tennessee Regulatory Authority, and section 228 of the Communications Act of 1934 as amended by the Telecommunications Act of 1996.

XIV. CONCLUSION

Xspedius seeks authorization to provide facilities-based and resale competitive local exchange, access and interexchange telecommunications services in Tennessee. Xspedius possesses the requisite managerial, technical, and financial qualifications to operate a telecommunications business in Tennessee, as shown in this Application. Moreover, public interest considerations demonstrate that a grant of authority to Xspedius will serve the public interest.

WHEREFORE, Xspedius respectfully requests that the T.R.A. grant the instant Application.

Respectfully submitted,



Brad Mutschelknaus
Winafred Brantl
KELLEY DRYE & WARREN LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
(703) 918-2315
(703) 918-2450 (facsimile)
bmutschelknaus@kelleydrye.com
wbrantl@kelleydrye.com

**Counsel for Xspedius
Management Co. Switched Services, LLC**

Dated: June 17, 2002

Parish
County of Calcasieu
State of Louisiana

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)
)

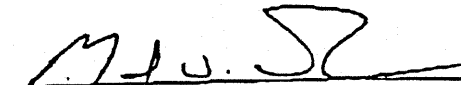
**VERIFICATION OF
MARK W. SENDA**

I, Mark W. Senda, being duly sworn upon oath, do hereby depose and state as follows:

1. My name is Mark W. Senda. I am employed by Xspedius Management Co., LLC ("Xspedius") as Chief Executive Officer. My business address is Xspedius Management Co., LLC, P.O. Box 1116, O'Fallon, MO 63366-1116. I am authorized by Xspedius to make this Verification on its behalf.

2. I declare that I have read the foregoing document and that the facts and any matters stated therein are true to the best of my knowledge, information, and belief.

FURTHER AFFIANT SAYETH NOT.


Mark W. Senda

SUBSCRIBED AND SWORN TO BEFORE ME this 14 day of June, 2002.

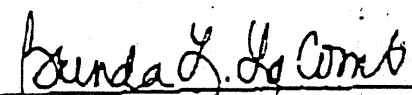

Brenda L. LeComte
Notary Public

EXHIBIT A

Certificate of Formation

EXHIBIT B

State Corporate Qualification Documents

To Be Late-Filed

EXHIBIT C

Organizational Chart

EXHIBIT D

Management Resumes

James Allen - Chairman

James C. Allen has been a director of WorldCom since March 1998. Mr. Allen is currently an investment director and member of the general partner of Meritage Private Equity Fund, a venture capital fund specializing in the telecommunications industry. Mr. Allen is the former Vice Chairman and Chief Executive Officer of Brooks Fiber Properties where he served in such capacities from 1993 until its merger with WorldCom January 1998. Mr. Allen served as President and Chief Operating Officer of Brooks Telecommunications Corporation, a founder of Brooks Fiber Properties, from April 1993 until it was merged with Brooks Fiber Properties in January 1996. Mr. Allen serves as a director of Completel LLC, Xspedius, LLC, Masergy, Inc., David Lipscomb University and Family Dynamics Institute.

Mark W. Senda – Chief Executive Officer

Mark W. Senda has been a key contributor and leader in the competitive communications industry over the past two decades in North America. He has had an uncanny ability to stay in front of the trends emerging in the rapidly changing communications services sector during a period of pre- and post-deregulation. More recently, as President of Local Services for AT&T Canada, he ran a \$200m+ business unit growing in excess of 100% per annum. AT&T Canada was the successor to MetroNet Communications where Mr. Senda was Chief Operating Officer for Canada's first national competitive communications company. Prior to his work in Canada, Mr. Senda implemented and operated competitive local access and exchange networks in the United States, first with MFS Communications in various progressive management responsibilities leading up to Senior Vice President of Network Services and later with Brooks Fiber Properties as their Senior Vice President of Operations & Engineering. Prior

to 1991, Mr. Senda spent nearly nine years with MCI Communications Corp. in various management roles. During this time, he was a key team member responsible for deploying MCI's enhanced messaging systems and services worldwide. Mr. Senda holds a BS in Business from The University of the State of New York and a MS in Telecommunications Policy from The George Washington University.

Dan Lensgraf – Chief Executive Officer

Daniel Lensgraf currently serves as Chief Financial Officer of Xspedius, LLC joined Xspedius in August 2000, as Chief Financial Officer. In this capacity, he is responsible for all financial operations of the company. Lensgraf also plays a key role in the day-to-day, business development, and strategy of the company. From August 1995 until joining Xspedius, Lensgraf served as Chief Financial Officer of Satelink Communications, Inc.; an Atlanta based communications provider. During his tenure with Satelink, Lensgraf facilitated thirteen acquisition transactions and was involved in numerous debt and equity fund raising transactions.

Lensgraf earned a Bachelor's Degree in Business Administration from the University of Oklahoma and an MBA from Duke University.

Ines LeBow – Senior Vice President, Operations

Ms. LeBow has twenty years experience in management, operations, engineering, finance and project management in telecommunications, wireless, long distance, competitive access and competitive local exchange. In her last position, Ms. LeBow was Executive Vice President, Operations and Engineering at Conversent Communications; in that capacity, she developed a six-state region in the Northeast, managed the P&L, set company policy, deployed switches, established service delivery flows and OSS systems, built a Network Management Center, created a switched-services field organization and customer service. Former positions include

Vice President, Global Network Operations for Viatel, a multinational long distance carrier; with management responsibility for 150 people in 14 cities worldwide. At Brooks Fiber Communications, Ms. LeBow served as Vice President, Implementation with responsibility for 22 new cities. Prior to Brooks, Ms. LeBow has similar responsibilities at MFS, GTE Spacenet and Contel ASC.

Ms. LeBow is a graduate of American University, Washington , DC and received a MA. in Languages and Linguistics and a MA. in Administration and Education.

Michael Miller – President, Xspedius Management Co. Network Technologies, Inc.

Michael P. Miller is currently serving as President of ACSI Network Technologies, Inc., **e.spire's** network design, construction and consulting subsidiary, a position he has held since January 2000. He previously served as ACSI Network Technologies' Senior Vice President, responsible for sales and operations support system outsourcing. He joined **e.spire** in 1996 to assume the position of Regional Vice President and General Manager, responsible for sales and operations in the eastern United States. Before joining **e.spire**, he was Senior Vice President for Sales and Marketing for Trescom International. Mr. Miller has also held positions with ITT-USTS and LDDS (now, MCI/WorldCom). He has more than 19 years of management experience with telecommunications companies.

Randall Muench – Executive Vice President of Sales and Marketing

Randall P. Muench is currently serving as **e.spire** Executive Vice President, Sales and Marketing, and manages the retail and wholesale sales force, alternate channels, customer service, technical consulting and training. Mr. Muench is also responsible for product marketing, brand marketing, new media and **e.spire's** outbound marketing programs. He was promoted to

this position in January 2000. He previously served as Senior Vice President, Sales and Marketing and Vice President of Marketing. He joined **e.spire** in March of 1998 as Vice President of Sales Operations and Customer Service. Before joining **e.spire**, Mr. Muench was Director of Marketing and Finance for MCI's State Government and University Markets, a position he held for three years

James C. Falvey – Senior Vice President of Regulatory Affairs

James C. Falvey is currently serving as **e.spire** Senior Vice President of Regulatory Affairs and is responsible for federal regulatory and legislative matters, state regulatory proceedings and complaints, and municipal rights-of-way issues. He was promoted to his current position in March 2000. He joined **e.spire** in May 1996 as Vice President of Regulatory Affairs and has been instrumental in developing regulatory strategy; establishing interconnection agreements; pursuing reciprocal compensation and other regulatory complaints; managing certification, franchise, and compliance issues; and advocating **e.spire's** interests relating to regulatory and policy matters. Prior to joining **e.spire**, Mr. Falvey practiced law with the Washington, D.C. law firm of Swidler & Berlin, where he represented competitive local exchange providers in state and federal proceedings. Prior to his employment at Swidler & Berlin, Mr. Falvey practiced antitrust litigation in the Washington office of Johnson & Gibbs, and worked as a legislative assistant for Senator Harry M. Reid of Nevada. He is a *cum laude* graduate of Cornell University, received his law degree from the University of Virginia School of Law, and is admitted to practice law in the District of Columbia and Virginia. He is a member of the CompTel Board of Directors and ALTS Operating Board.

EXHIBIT E

Financial Information

PROPRIETARY & CONFIDENTIAL

FILED UNDER SEAL

EXHIBIT F

Certificate of Service

CERTIFICATE OF SERVICE

I, Winafred Brantl, hereby certify that I have, on this 17th day of June, 2002, caused to be served a copy of the foregoing document upon the following individuals, by U.S. first class mail, postage prepaid:



Service List

Ardmore Telephone Company, Inc.
P. O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
Phone: (205) 423-2131
Fax: (205) 423-2208

BellSouth
333 Commerce Street
Nashville, TN 37201-3300
Phone: (615) 214-3800
Fax: (615) 214-8820

Century Telephone of Adamsville
P. O. Box 405
116 N. Oak Street
Adamsville, TN 38310
Phone: (901) 632-3311
Fax: (901) 632-0232

Century Telephone of Claiborne
P. O. Box 100
507 Main Street
New Tazewell, TN 37825
Phone: (423) 626-4242
Fax: (423) 626-5224

Century Telephone of Ooltewah-Collegedale, Inc.
P. O. Box 782
5616 Main Street
Ooltewah, TN 37363
Phone: (423) 238-4102
Fax: (423) 238-5699

Citizens Communications Company of Tennessee
P. O. Box 770
300 Bland Street
Bluefield, WV 24701

Citizens Communications Company of The
Volunteer State
P. O. Box 770
300 Bland Street
Bluefield, WV 24701

Loretto Telephone Company, Inc.
P. O. Box 130
Loretto, TN 38469
Phone: (931) 853-4351
Fax: (931) 853-4329

Millington Telephone Company, Inc.
P. O. Box 429
4880 Navy Road
Millington, TN 38083-0429
Phone: (901) 872-3311
Fax: (901) 873-0022

TDS Telecom-Concord Telephone Exchange, Inc.
P. O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
Phone: (423) 966-5828
Fax: (423) 966-9000

TDS Telecom-Tellico Telephone Company, Inc.
P. O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
Phone: (423) 671-4600
Fax: (423) 253-7080

TEC-Crockett Telephone Company, Inc.
P. O. Box 7
Friendship, TN 38034
Phone: (901) 677-8181

TEC-West Tennessee Telephone Company, Inc.
P. O. Box 10
244 E. Main Street
Bradford, TN 38316
Phone: (901) 742-2211
Fax: (901) 742-2212

Sprint-United
112 Sixth Street
Bristol, TN 37620
Phone: (423) 968-8161
Fax: (423) 968-3148

TDS Telecom-Humphreys County Telephone Company
P. O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
Phone: (931) 535-2200
Fax: (931) 535-3309

TDS Telecom-Tennessee Telephone Company
P. O. Box 18139
Knoxville, TN 37928-2139
Phone: (423) 922-3535
Fax: (423) 922-9515

TEC-People's Telephone Company, Inc.
P. O. Box 310
Erin, TN 37061
Phone: (931) 289-4221
Fax: (931) 289-4220

United Telephone Company
P. O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
Phone: (931) 364-2289
Fax: (931) 364-7202

EXHIBIT G

Pre-Filed Testimony

To Be Late-Filed